FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OIVID APPROVAL										
OMB Number:	3235-0287									
Estimated average burde	en									
hours per response:	0.5									

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

	nd Address of HI KEN				e <b>and</b> Tick			Symbol ES CORP	(Ch	eck all applic	ionship of Reporting I all applicable) Director		Person(s) to Issuer 10% Owner					
(Last)	Last) (First) (Middle)					3. Date of Earliest Transaction (Month/Day/Year) 05/17/2006								Officer below)	Officer (give title below)		Other (s below)	specify
(Street)  MONTCLAIR NJ 07042  (City) (State) (Zip)					4.	If Am	endme	ent, Date o	f Origina	al File	d (Month/Day	Line	e) <mark>X</mark> Form fi Form fi	I				
		Tal	ole I - No	on-Deri	vativ	re Se	ecuri	ties Ac	quired	l, Dis	sposed o	f, or Bei	neficial	y Owned				
Date					h/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4			Benefici	es ally Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
							Code	v	Amount	(A) or (D)	Price	Transaci (Instr. 3	tion(s)			(50. 4)		
Common Stock 05/17				7/200€	2006					5,000	A	\$11.20	5 21	,111		D		
Common Stock 05/17/2					7/200€	5			F		1,124(1)	D	\$49.83	(2) 19	,987		D	
			Table II								osed of, convertib			Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deem Execution if any (Month/Da	Date,	4. Transaction Code (Instr 8)				6. Date Exercis Expiration Dat (Month/Day/Ye		ite	7. Title an Amount of Securities Underlyin Derivative (Instr. 3 a	of s ng e Security	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio	e s ally g	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	Code	v	(A)	(D)	Date Exercis	sable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	ion(a)		
Stock Option	\$11.205	05/17/2006			M			5,000 <sup>(3)</sup>	05/27/2	2004	05/27/2008	Common Stock	5,000	\$0 <sup>(4)</sup>	5,000	0	D	

## **Explanation of Responses:**

- 1. The issuer withheld a sufficient amount of option shares in order to pay the exercise price for the option exercise reported on Table II of this Form.
- 2. The number shown is the average of the high and low prices for the issuer's common stock on the NYSE on the date that the options were exercised.
- 3. These options were previously reported as covering 5,000 shares at an exercise price of \$22.41 per share, but were adjusted to reflect the stock split on February 1, 2005.
- 4. These options were granted to non-employee directors, without payment therefor, as compensation for serving on the Board.

<u>/s/ Ken Bakshi</u> <u>05/19/2006</u>

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.